

Capital One Tysons Corner Rezoning Application October 29, 2010

I. Introduction

Capital One Bank (USA), National Association ("Capital One") is the title owner of 26.2 acres of land in Tysons Corner, Fairfax County's business center. The property is located southeast of the Capital Beltway (I-495), north of Dolley Madison Boulevard (Route 123) and west of Scotts Crossing Road. The site is more specifically identified as Fairfax County Tax Map 29-4 ((5)), Parcel A2 (the "Capital One Property" or the "Property"). The Capital One Property is developed with a 14-story, 479,500 square-foot iconic office building that serves as Capital One's corporate headquarters, an associated 24,500 square-foot conference facility and an adjacent nine-level structured parking garage.

Capital One was founded in 1988 by Richard Fairbank, based on his belief that the power of information, technology, and testing could be harnessed to bring highly customized financial products directly to consumers. Headquartered in Tysons Corner, Capital One is the 9th largest bank in the United States, offering a broad spectrum of financial products and services to consumers, small businesses, and commercial clients. With the company's newly-acquired subsidiary, Chevy Chase Bank, Capital One has approximately 1,000 branch locations in Virginia, Maryland, and the District of Columbia, as well as in New York, New Jersey, Louisiana, and Texas. Capital One also has international businesses in the United Kingdom and Canada.

Capital One has been widely recognized for its entrepreneurial culture, progressive workplace, and community engagement. The company was named to *Fortune Magazine's* list of "Top Companies for Leaders," ranking second in North America and fifth globally. In addition, Capital One has been named to *Fortune's* "100 Best Companies to Work For" and "20 Great Employers for New Grads." In addition, Capital One was named to *Business Week's* "Best Places to Launch a Career," *Working Mother's* "100 Best Companies" and *DiversityInc's* "Top 50 Companies for Diversity."

Among its many community initiatives, Capital One has been recognized for its partnership with the Fairfax County Public Schools and Junior Achievement in the "Finance Park" program, which teaches middle school students the tenets of money management. To date, the program has served 33,000 students. After hosting the program for several years at its own headquarters, Capital One is contributing toward the costs associated with constructing a permanent 20,000 square-foot financial literacy center in Fairfax, which will be completed by Fall of 2010 and will serve 14,000 students per year. Capital One has also voluntarily maintained temporary athletic fields on its campus that benefit youth athletic leagues, including McLean Youth Soccer, Vienna Youth Soccer, and the Northern Virginia Travel League.

According to the *Washington Business Journal*, Capital One is the largest company in Tysons Corner by revenue, and the eighth largest company in the region, where it employs more than 2,000 people. Capital One employs 28,000 worldwide.

II. Background

In 2000, Capital One undertook a major consolidation of its Northern Virginia sites, ultimately choosing to locate its corporate headquarters on a 29.2-acre property in Tysons Corner, the thriving information and technology hub of the Washington Metropolitan Region. To that end, Capital One secured a Proffer Condition Amendment and Special Exception to the existing West*Gate zoning approvals on the Property (the "PCA"), permitting four office buildings and a total of 1,100,000 square feet of development. Subsequent to the approval of the PCA, Capital One dedicated approximately three acres of land to Fairfax County and the Virginia Department of Transportation ("VDOT") for the Tysons East Transit Station and Capital Beltway improvements, reserving density credit consistent with Section 2-308 of the Zoning Ordinance.

In 2003, Capital One completed the existing 14-story, 479,500 square foot office building and a partially above-grade parking deck as the first phase of a multi-year, phased development plan. Shortly thereafter, the 24,500 square foot conference facility was constructed as an extension of the office building. As an interim condition of the first phase, Capital One voluntarily installed a well-landscaped open space, which includes a pond, picnic facilities and several sports fields and courts. The sports facilities were constructed primarily for the benefit of Capital One's employees, but in keeping with the company's dedication to the community, several little league teams have been granted ongoing permission to use the fields until the overlapping phases of development are ultimately constructed.

The later phases of the approved development and PCA, which include three additional office buildings containing a maximum of 596,000 square feet and associated above-grade parking decks, have not yet been constructed. Because the existing PCA plan was devised almost a decade ago, when construction of the Metrorail Project was far from certain, it was much more prudent to anticipate and plan for an office park with several above-ground parking decks, rather than the transit-oriented, mixed-use prototype that is possible today.

For several years after its construction, Capital One's Tysons Corner headquarters operated well below its designed capacity. Earlier this year, due in part to the company's recent acquisitions of Chevy Chase Bank and North Fork Bank, Capital One has moved several hundred additional employees to its headquarters, which now includes over 1,000 employees. With these expansions, the headquarters building is nearing capacity as steady growth continues throughout Capital One's core businesses. Despite the Metrorail Project's earlier uncertainty, it has since become a reality and construction of the four stations slated for Tysons Corner is well underway.

Against the background of these significant changes within Tysons Corner, Capital One has thoroughly explored its options, concluding that the development program approved with the earlier PCA no longer meets its long-term goals. The just-adopted Tysons Corner Comprehensive Plan (the “Comprehensive Plan”) creates an excellent and timely opportunity to re-plan the remainder of the Capital One campus to an exciting, vibrant, transformative, transit-oriented, mixed-use development embraced by the Tysons Task Force, the Fairfax County Staff, Planning Commission and Board of Supervisors.

III. The Proposed Master Plan

The current Comprehensive Plan is the result of over five years of exhaustive vetting by residents, Fairfax County’s Planning and Transportation Staff, the Planning Commission and Board. The Comprehensive Plan envisions a walkable, urban environment served by a multitude of transit options, where residents and workers are not overly dependent on the automobile.

The Comprehensive Plan identifies the Tysons East Transit Station Area, where the Capital One Property is located, as a signature eastern gateway for the Tysons Corner Urban Center. The area is defined by its focus on Scotts Run, which is envisioned as an urban park surrounded by urban mixed-use development including office, residential, hotel and community retail uses. Whereas the development associated with the 2000 PCA is internally oriented and limited to office use, Capital One’s Proposed Master Plan (the “Proposed Master Plan”) takes the campus in an entirely different direction, creating the blueprint for a vibrant urban center located contiguous to the Tysons East Transit Station.

The Proposed Master Plan is entirely consistent with the Comprehensive Plan’s transformative vision for Tysons. It creates a harmonious balance of offices, street-level retail, civic space, public parks and residences unified by an integrated, multi-modal transportation network and connected open spaces.

A. Uses and Density

The mixed-use development contains a FAR of 3.88 (4,938,000 square feet of total development) carefully designed and integrated over the 26.2 acres. In addition to the 1.1 million square feet of office space that is currently approved for the Property (and for which Capital One has already underwritten significant proffer obligations), the Proposed Master Plan includes 2.1 million square feet of office and 1.2 million square feet of residential development, containing between 984 and 1,230 apartments and condominiums. Consistent with the Tysons Comprehensive Plan, heights for the office buildings range from 225 to 400 feet, whereas the residential buildings in the interior of the site range from 120 to 210 feet. As the Property falls entirely within ¼ mile of the Tysons East Transit Station, the Comprehensive Plan recommends no specific FAR cap for the Property.

The Capital One Property is designated “Transit Station Mixed-Use” under the Comprehensive Plan and the proposed mix of uses mirrors its recommendations of office

uses up to 65% with a minimum residential component of 20%. Capital One's Proposed Master Plan includes 65% commercial office, 25% residential, 1.5% community retail, 1.5% civic uses and 7% hotel. It also focuses the most intense office development closest to the Tysons East Transit Station, thereby encouraging Metro ridership. With such a varied mix of uses, Capital One's Proposed Master Plan accomplishes the pattern of land use envisioned for the areas closest to the Metrorail stations in Tysons Corner.

The Proposed Master Plan incorporates the existing Capital One headquarters building into the future layout of the Property. Because Capital One has already underwritten and implemented significant proffered commitments for the 504,000 square feet of office space that includes the headquarters building, the company anticipates very few additional proffers or changes related to that existing density.

B. Residential Uses

By including a significant residential component, Capital One is fostering the stated goal in the Comprehensive Plan of increasing the number of residents in Tysons Corner. Increasing the ratio of residents to jobs is one of the primary drivers of the Comprehensive Plan Amendment. The Proposed Master Plan envisions that 20% of the total residential units will be classified as workforce dwelling units, which ensures that adequate housing choices are available to residents with a variety of income levels.

C. Retail, Restaurants, and Hotels

To encourage residents and employees to accomplish their routine errands, find restaurants, discover entertainment opportunities and shop without using personal vehicles, up to 91,000 square feet of ground-floor community retail and restaurants will be carefully planned and developed at key locations throughout the Property. Furthermore, a civic component containing up to a total of 80,000 square feet will offer below-market, rentable space to local colleges, universities and non-profits to encourage additional access to higher education. A landmark hotel and conference center is envisioned to serve visitors and companies with offices in Tysons Corner.

D. Parking

In accordance with Fairfax County's recent shift in methodology, parking will be more limited than what is available today and will be provided through a combination of above and below-grade structures that are tastefully integrated into the architecture of the buildings.

E. Pedestrian Amenities and Connectivity

Because vehicular and pedestrian connectivity are essential elements of the Comprehensive Plan, Capital One's Proposed Master Plan includes a hierarchy of local streets and pathways. It boasts direct pedestrian connections to the Tysons East Transit

Station, including a connection to the Colshire and Old Meadow Sub-districts via the Metro bridge over Dolley Madison Boulevard.

A temporary at-grade connection to the transit station is expected to open prior to the first phase of construction, subject to the proper agreements with Metro. In the event such a temporary connection is constructed, it will be maintained for the duration of the development process, with relocations of the connection as necessary to construct future phases. Permanent at-grade and elevated connections (which are also subject to an agreement with Metro) will be established with specific phases, as described below.

F. Parks and Open Space

A network of urban parks, plazas and green space is a critical feature of the Proposed Master Plan, with nearly 5 acres of publicly-accessible parkland and at least 35% open space. As soon as they exit the station, rail patrons will find themselves at a gateway public park, where they can make their way along a green pedestrian network, through the residential block and toward a new civic plaza at the intersection of Old Meadow Road and Capital One Drive.

The pedestrian network ultimately showcases the larger Scotts Run Stream Valley Park, which is a key feature of The Scotts Run Crossing sub-district. As such, the Scotts Run Stream Valley Park will be highlighted, updated and markedly improved from its current state, and its anticipated design as a more natural feature within an urban environment will be fully embraced. These urban design amenities will be blended with low-impact development techniques to create an overall development that respects and enhances the natural environment.

The Proposed Master Plan proposes a model project that embodies the new Comprehensive Plan. It takes into account the guiding planning principles crafted by the Tysons Land Use Task Force and executes the vision that was later refined by County Staff, the Planning Commission and the Board. The resulting development will create an urban landscape that provides quality open space and parks, shopping and dining opportunities, active recreation facilities and civic-oriented spaces.

G. Signs

Signage associated with the Proposed Master Plan will be in accordance with Article 12 of the Zoning Ordinance. Capital One reserves the right to file one or more Comprehensive Sign Plans in the future to determine signage for all or a portion of the Property.

IV. Phasing

The Proposed Master Plan will be implemented in phases, as Capital One's core business expands and as financial markets return to normal activity. Five distinct phases have been identified for the Proposed Master Plan, with public facilities, a new street grid

and parks constructed incrementally within each of the phases. The state of the financial and real estate markets will be the primary factor that will determine the order in which each phase is developed. Certain blocks or phases may be constructed in conjunction with other ventures.

A. Phase 1: Capital One Headquarters Expansion Phase

This phase of the Proposed Master Plan represents the area most likely to be constructed in the near term. Capital One proposes a new, 15-story office building ("Building 1"), which will be connected to its headquarters building by an elevated walkway. Also in this phase will be a 10-story residential high-rise building ("Building 2") that may include corporate apartments for Capital One employees who are on short-term or long-term assignments in Tysons. Buildings 1 and 2 have been designed to share a parking podium. The shared parking structure will be wrapped by residential development and civic use space, complemented by ground-floor retail.

This Capital One Headquarters Expansion Phase anticipates construction of a portion of Old Meadow Road, which will intersect with Capital One Drive in two locations. As part of this construction, one of the temporary rectangular athletic fields will be removed. The diamond field and the rectangular practice field will remain. Streetscape treatments will be added to the circular civic plaza between the existing Capital One building and Building 1. An at-grade connection to the transit station is anticipated to be constructed with (or prior to) this phase, contingent on entering into an acceptable agreement with Metro to permit the connection. Capital One is planning to dedicate space in Building 1 to civic uses, to include educational or other community programs.

B. Phase 2: Residential Commons Phase

The Residential Commons Phase includes the majority of the residential units in the Proposed Master Plan. This block is in the optimal location on the Property for residential development because it is located away from the Capital Beltway and is adjacent to the Scotts Run Stream Valley Park, yet it is also largely within 1/8 mile of the Tysons East Transit Station.

This phase contains three high-rise residential buildings arranged around a partially-elevated courtyard, which contains an active recreation element. During this phase, the remaining temporary athletic fields will be removed from the Property, and will be replaced by a rectangular non-regulation playing field contained entirely within the common green.

Capital One intends to significantly change the grid of streets as part of this phase. The remaining portion of Old Meadow Road will be constructed as a connection between the two segments of Capital One Drive and will be lined with ground floor retail space. In addition, the portion of Old Springhouse Road that connects to Scotts Crossing Road will be constructed, thereby creating a complete street grid that circles the residential block. Construction of that portion of the grid will, in turn, create three separate access points to

the Capital One Property – two access points on Scotts Crossing Road, and one access point on Dolley Madison Boulevard. Capital One will create or maintain the at-grade temporary connection to the transit station shown on the Proposed Master Plan, subject to approval by or agreement with Metro.

C. Phase 3: Metro Station Phase

The construction of this phase will lead to several dramatic and positive changes to the Capital One property. In anticipation of the construction of an additional residential building overlooking Scotts Run, an urban park will be constructed to connect the Capital One Property to the natural area comprising the Scotts Run Stream Valley Park. The urban park will feature soft changes in grade, a mixture of hardscape and softscape, a water feature, and other quality urban amenities to encourage pedestrians to linger in the outdoor environment. The park, edged with community retail uses, will form a public node that connects the Tysons East Transit Station to the pedestrian path that, in turn, leads into the Residential Commons.

This phase also includes a 23-story office building that will be constructed adjacent to the Tysons East Transit Station. This portion of the Proposed Master Plan will further enhance the pedestrian experience with a second, elevated access point to the station.

In addition, the final legs of Old Meadow Road (connecting to Dolley Madison Boulevard) and Old Springhouse Road (connecting to Capital One Drive) will be installed as part of this phase. Permanent at-grade and elevated connections to the transit station will be constructed with this phase, subject to agreement with Metro, and significant landscape improvements are anticipated under the rail guideway, subject to approval by the County and/or Metro.

D. Phase 4: Hotel/Civic Plaza Phase

This phase includes two additional office buildings and a landmark 600-room hotel with conference facilities. It also includes a substantial civic plaza that forms another key public focal point at the terminus of the pedestrian walkway, which proceeds through the residential commons to Scotts Run Park and the Tysons East Transit Station.

Prior to or with construction of this phase, Capital One Drive will be realigned to the south, permitting full development of the block and permitting an eventual alignment with the expected improvements to Scotts Crossing Road. In addition, the Proposed Master Plan reflects revised connections to Scotts Crossing Road from the Gates of McLean condominiums. These connections are anticipated as a part of the construction of improvements to Scotts Crossing Road presently under design by the Fairfax County Department of Transportation (“FCDOT”). The westernmost connection is a secondary access point that will proceed under the improved Scotts Crossing Road extension (within existing VDOT right-of-way), and will proceed on to the Capital One Property between the existing conference center and Building 3.

E. Phase 5: Financial Office Phase

This phase of the Proposed Master Plan includes the construction of two additional office buildings, one of which is an iconic office tower, as well as an elevated plaza with recreational space. The Old Springhouse Road streetscape will be extended along the frontage of this block. Construction of the iconic tower will necessitate demolition of the parking garage that serves the existing headquarters building. Both new buildings will be constructed next to the elevated Metrorail guideway.

V. Zoning Ordinance Criteria

To be rezoned to the PTC zoning district, an applicant is required to demonstrate compliance with the Comprehensive Plan by adhering to a tiered intensity of development, contributing to a network of open spaces and urban parks, promoting environmental stewardship, implementing an urban grid of streets that complements development on adjacent properties, reducing the number of single occupancy vehicle trips by limiting the amount of provided parking, contributing to public facilities, applying the urban design guidelines specified in the Plan and contributing to the workforce and affordable housing policies. Capital One's Proposed Master Plan furthers the vision for Tysons Corner by contributing to each of these critical elements.

A. Tiered Development Intensity

The Proposed Master Plan furthers the Comprehensive Plan recommendation that the highest intensities should be concentrated closest to the four Tysons transit stations. Capital One's 26.2-acre campus is located partially within 1/8 mile and entirely within 1/4 mile of the Tysons East Transit Station. The Proposed Master Plan proposes a blended intensity of 3.88 FAR spread across 12 separate buildings with a mix of uses, but locates the most intense commercial office buildings within 1/8 mile of the Tysons East station and along the Capital Beltway, with the residential block placed in the center of the site.

The Proposed Master Plan envisions a total of approximately 3.2 million square feet of office space (approximately 65% of the development), most of which is concentrated within 1/8 mile of the transit station and around the existing Capital One headquarters building at the intersection of the Capital Beltway and Dolley Madison Boulevard.

Approximately 1.2 million square feet of multi-family residential development will be clustered in the center of the Property, as well as above the retail base. Capital One understands the County's preference to locate residential development away from the Capital Beltway and as a result has chosen to place residential development completely outside of the required 200-foot buffer. A landmark hotel with at least 600 rooms will anchor the site along the Capital Beltway, while the adjoining public pedestrian plaza will accommodate an additional 80,000 square feet of civic amenities to serve the new residents and employees.

B. Open Space and Urban Parks

Open space and urban parks are a very important component of the Proposed Master Plan. The Proposed Master Plan provides nearly 35% open space in a series of public and private plazas throughout the site. The pedestrian experience is extremely important to the success of any transit-oriented development, and the design itself revolves around an interconnected, walkable neighborhood.

A central feature of the Proposed Master Plan is a pedestrian-oriented park directly adjacent to the entrance to the Tysons East Metrorail station at the intersection of Scotts Run Park, Dolley Madison Boulevard, and Scotts Crossing Road. This park will serve as a gateway to the larger Scotts Run Stream Valley Park, as well as a portal to the future development on the Capital One campus. It will serve as the starting point for a green pedestrian pathway through the primary residential block to the new public civic plaza at the intersection of Old Meadow Road and Capital One Drive. The pathway negotiates a grade change from the transit station entrance to the civic plaza through an interconnected sequence of terraces, bridges, and monumental stairs, while also incorporating a community green above the primary residential structured parking platform.

The civic plaza at the end of this sequence will accommodate a variety of public amenities and anchor the pedestrian-oriented retail. Furthermore, it will extend all the way down Old Meadow Road toward Dolley Madison Boulevard where the pedestrian network rejoins the transit station through a landscaped plaza and walkway that integrates the multipurpose trail along Scotts Run and Dolley Madison Boulevard.

C. Environmental Stewardship

Capital One is fully committed to the environment in every facet of its corporate operations. The current campus already benefits from several low-impact development techniques, including an innovative vegetated roof on its conference center and a system designed to re-use rainwater for on-site irrigation. The Proposed Master Plan will continue a similar commitment to the natural environment by incorporating substantial commitments to environmental stewardship, including:

- Vegetated (“green”) roofs on many of the proposed buildings;
- Interior block courtyards;
- Pervious pedestrian pathways;
- LEED Silver certification for all commercial office structures;
- LEED certification for all residential structures;
- Innovative stormwater management techniques designed to capture and infiltrate or clean the first inch of rainfall;
- Low Impact Development techniques; and,
- Innovative streetscape design to reduce runoff.

Working with other major landowners in Tysons East, Capital One is exploring a plan to restore and revitalize a portion of Scotts Run Stream. This natural resource is a cornerstone of any future development on the campus and will benefit future residents and visitors alike.

D. Urban Grid of Streets

An urban grid of streets is an integral part of any urban design and is of particular importance in the redevelopment of Tysons Corner, where the current suburban design includes long blocks and wide streets that create barriers to the free movement of pedestrians and give motorists fewer options to move around congested roadways.

The Proposed Master Plan includes an urban street grid primarily made up of local streets that will intersect Dolley Madison Boulevard and Scotts Crossing Road at key locations to facilitate travel into and out of the area. The Proposed Master Plan also proposes a hierarchy of vehicular and pedestrian circulation paths that create urban blocks with appropriate scale and density.

For a multitude of reasons, Capital One envisions that the on-site grid of streets will be maintained privately, rather than being turned over to VDOT for public maintenance. First, such an arrangement permits additional flexibility and creativity for future development, permitting changes to the street grid without requiring concurrence from VDOT to vacate public streets. Second, VDOT's maintenance of public streets throughout Northern Virginia is widely considered to be sub-par, given its budgetary constraints. Private street maintenance can eliminate these budgetary pressures and provide much more satisfactory maintenance. Third, VDOT's standards for public streets do not lend themselves to the narrow, pedestrian-friendly streets envisioned for Tysons Corner. These factors, combined with the fact that many urban developments (such as Reston Town Center) continue to maintain private streets, argue in favor of permitting private streets within the Capital One property, subject to appropriate maintenance standards.

The existing signalized intersection at Dolley Madison Boulevard and what today is Capital One Drive will be retained and upgraded. The portions of Capital One Drive that intersects Dolley Madison Boulevard will be relocated and renamed Old Meadow Road, passing under the new elevated rail guideway and continuing as the primary street traversing the site. The ceremonial portion of Capital One Drive will be realigned to intersect with Scotts Crossing Road at a new signalized intersection that will match the grade of the proposed Scotts Crossing overpass, where it will also meet a realigned entrance to the Gates of McLean condominium complex. Old Springhouse Road will also be improved as a local street running parallel to the guideway for the rail line and will link the existing Capital One headquarters building to future development along Scotts Run Park and to a second, new signalized intersection with Scotts Crossing Road.

Each of these streets will vary in street width, details, and sectional development, as appropriate for its use. The street grid is augmented by a major pedestrian circulation path

linking Scotts Run Park with a new civic plaza at the intersection of the retail area along Old Meadow Road.

The proposed grid of streets differs from and improves upon the conceptual street grid included in the Plan in several key respects. On Scotts Crossing Road, the proposed street grid maintains two access points for the Gates of McLean, as well as a connection to the Cleveland site owned by Cityline Partners. The exact location of each of those connections is subject to further discussion with FCDOT regarding the exact location and design of the improvements to Scotts Crossing Road.

The proposed street grid eliminates a proposed new intersection with Dolley Madison Boulevard shown on the Comprehensive Plan's conceptual street grid. The proposed intersection would be located between the intersection with Capital One Drive/Old Meadow Road, and Scotts Crossing Road/Colshire Drive. Introducing a new signalized intersection in this particular location would create additional unacceptable traffic congestion along Dolley Madison Boulevard, while providing no real benefit to drivers. It would also be uncomfortably close to the Scotts Crossing Stream Valley Park, and could require significant construction activities within the resource protection area to create a roadway that meets the Comprehensive Plan's streetscape standards. To improve upon site circulation, Capital One has elected to convert this roadway into a wide pedestrian avenue, which will connect the Capital One development with the Tysons East Metro station both at grade and at the mezzanine level, linking with the aerial connection that originates from the kiss and ride on the opposite side of Dolley Madison Boulevard. In this way, it also assures a connection with developments on the east side of Dolley Madison Boulevard. Assuming concurrence by Metro officials, this critical connection would remove Dolley Madison Boulevard as an impediment to greater pedestrian circulation within the area, providing better integration with the developments throughout the remainder of the Tysons East district.

Lastly, the proposed street grid eliminates an unnecessary connection to the back side of the existing Capital One building. Providing this connection would be unwieldy considering the fact that the existing building is slated to remain on the Property, and is unnecessary considering the pedestrian-friendly layout for that area, which also includes an elevated plaza to serve Building 11 and Building 12.

The proposed grid of streets complies with the Plan's guidance for the grid of streets in that it maintains conceptual connections with adjoining properties to preserve quality development for those properties, carefully constructs regular intersections without excessively skewed angles or dog legs, and maintains compact block sizes with a pedestrian-friendly environment that provides excellent access to the adjacent Tysons East Metro station.

E. Transportation Demand Management

Because the Capital One Property will be redeveloped as a mixed-use, transit oriented development ("TOD"), the amount of trip reduction varies for residential versus

commercial uses. Research and experience recommend that trip reduction factors assigned to the site be distinct for each use. For that reason, the target vehicle trip reduction for the interim 2020 phase should be 40% for residential and 30% for commercial development. For the final 2030 phase, reductions can be expected of 50% for residential and 40% for commercial.

For residential uses, research from a study published by the Transportation Cooperative Research Program (Arrington and Cervero, 2008) of the Transportation Research Board found that residential TOD sites in the Washington Metropolitan region experience a high level of trip reduction by virtue of their location near transit. On average the traffic generated by these sites are 40% lower than the estimates provided by the ITE Trip Generation Manual. Other national research (Renne, 2005) surveyed hundreds of TOD households in peer cities to the Washington DC region (cities in the “Mature, Heavy Rail” category).

In addition to Washington DC, these regions include Miami, San Francisco, and Atlanta. For these regions, the average use of transit, walking, and bicycling to work was 29 percent, which encompasses both the internal trip capture ability of these sites as well as the provision of frequent transit service. One key finding of this national research is that TODs must be part of a larger string of TODs in order to be most effective. The vision for the redevelopment of Tysons Corner contained within the Comprehensive Plan is consistent with this finding. For commercial land uses, a transit oriented development yields similar benefits depending on the support of employers. A 1994 study (Rutherford et al., 1994) shows that in areas with high transit availability and high employer support of TDM services, a worksite can experience a 28.4 percent vehicle trip reduction factor. The introduction of additional TDM strategies such as telework programs can help increase vehicle trip reduction for an estimated total of 40 to 45 percent trip reduction.

F. Public Facilities Contributions

Capital One expects to make the following contributions to public facilities:

- Up to one acre of right-of-way for the Scotts Crossing connector road (subject to receiving density credit under Section 2-308 of the Zoning Ordinance and applicable credits to the Tysons Transportation Fund);
- A potentially significant contribution to higher education by sharing space with local community colleges or universities that are interested in expanding course offerings in Tysons Corner;
- Follow the Comprehensive Plan recommendations by constructing an additional off-site athletic field within the area, or contributing to the retrofitting of existing fields to permit greater usage;
- A commitment to contribute a pro rata amount to efforts to restore and revitalize Scotts Run; and,
- The provision of publicly-accessible urban parks and civic plazas.

G. Streetscape and Urban Design Guidelines

The Proposed Master Plan embraces the urban design guidelines in the Comprehensive Plan. In doing so, it will create a sense of place and identity for the Tysons East neighborhood that is both vibrant and pedestrian-oriented, while also of appropriate urban scale for a transit-oriented development. A reconfigured street grid will accommodate a variety of engaging and integrated streetscapes. When completed, the grid of streets will encourage pedestrian-friendly activity in both the office and residential blocks by carefully locating parking and loading entrances to minimize curb cuts. Consistent street walls at build-to lines establish discrete urban blocks throughout the property, with ground floors devoted to visually and physically accessible community retail, restaurants, civic uses and lobbies. Building massing has been articulated appropriate to each building's use, with residential blocks utilizing lower ground floor platforms and carefully proportioned towers lining retail streets and green courtyards. Office towers are largely pushed to the site's periphery along the Capital Beltway and will help screen the elevated guideway for the Metro extension and the elevated Scotts Crossing overpass.

Parking is primarily located in below grade garages and in above-grade platforms for the office towers. Ground floor retail, civic uses, hotel space, single-loaded residential uses and extensive green screens wrap the above-grade parking along the major pedestrian streets to visually remove parking from the pedestrian environment.

H. Workforce and Affordable Housing

Because the residential buildings on the Capital One property are expected to be high-rise multi-family dwellings, they are specifically excluded from the County's Affordable Dwelling Unit ordinance. However, the recommendations for workforce housing in the Comprehensive Plan apply and Capital One will provide the recommended 20% workforce housing requirement on-site.

VI. Tysons Comprehensive Plan – Major Elements

Successful execution of the Comprehensive Plan depends on the achievement of its necessary elements, including compliance with the prescribed mix and arrangement of uses, provision of affordable and workforce housing, incorporation of green-building and stormwater management objectives, consolidation of properties, construction of transportation improvements, consideration of urban design guidelines, provision of urban parks, active recreation facilities and public facilities. As Tysons will develop in phases over many years, it is also important that each project not preclude development on adjacent properties. Capital One's Proposed Master Plan embodies the vision for Tysons Corner by carefully and comprehensively addressing each of these critical components.

A. Mix and arrangement of uses

As noted above, the Capital One property is located partially within 1/8 mile and wholly within ¼ mile of the Tysons East Metrorail station and is designated as "Transit Station Mixed-Use" under the Comprehensive Plan. In Transit Station Mixed-Use areas, the

office component should not exceed 65% of the overall development, and a minimum residential component of 20% should be provided. Capital One's Proposed Master Plan includes 65% commercial office, 25% residential, 1.5% community retail, 1.5% civic uses, and 7% hotel. As such, it conforms to the land use pattern outlined in the Comprehensive Plan.

Further, as recommended in the Comprehensive Plan, the Proposed Master Plan locates the most intense commercial office buildings within 1/8 mile of the Tysons East Transit Station and along the Capital Beltway, and places the residential block in the center of the site and away from the Capital Beltway.

B. Affordable and workforce housing

As noted above, Capital One expects to meet the workforce housing requirement by providing adequately-sized workforce housing units on-site, with a mix of bedrooms similar to the overall mix for the market units. Price controls will comply with the Board's Workforce Dwelling Unit Administrative Policy Guidelines. Construction of Workforce Dwelling Units will occur simultaneously with the construction of selected residential buildings as part of the Proposed Master Plan.

C. Green building expectations

Consistent with the emphasis that Capital One has historically placed on protecting natural resources, the Proposed Master Plan contains extensive commitments to the environment. In 2005, Capital One installed one of the first vegetated or "green" roofs in Fairfax County on the existing conference center. More recently, the company installed an extensive system of pumps that permits reuse of rainwater in conjunction with on-site irrigation for the grounds and athletic fields. Capital One intends to carry many of these commitments forward in the Proposed Master Plan, which envisions a series of green and reflective roofs on each of the proposed buildings, bio-retention and low-impact measures to treat stormwater quality, and additional measures that promote less reliance on motor vehicles. In conformance with the recommendations contained in the Comprehensive Plan, each of the new commercial office buildings on the Property will attain LEED Silver Certification (or its equivalent). Consistent with the Policy Plan, all residential buildings will attain a level of at least LEED Certified (or its equivalent).

D. Stormwater management

Current LEED standards require a redevelopment site to implement a Stormwater Management Plan that promotes the capture and retention of the stormwater runoff from the first inch of rainfall using acceptable Best Management Practices ("BMPs") with 80% Total Suspended Solids ("TSS") removal efficiency. To meet this requirement, three types of BMPs are proposed for the Capital One property: green roofs, natural open space, and bio-retention basins with an infiltration capacity. With these proposed BMPs, the requirements of the Public Facilities Manual ("PFM") and LEED stormwater quality

controls will be met. As BMP designs evolve during the detailed design phase, other BMP options, including structured BMPs, may also be offered in the range of potential solutions.

LEED standards also require the post-development runoff discharge rate and volume to be at least 25% less than the pre-development values for the 2-year 24-hour design storm. The proposed BMPs discussed above (green roofs, natural open space, and bio-retention basins), will help alleviate the runoff discharge rate and volume. Furthermore, green roofs and heavy vegetation in the natural open space will greatly reduce the runoff generation. The bio-retention basins with an infiltration capacity reduce the runoff rate and volume through two functions: infiltration and storage.

A meaningful portion of the total roof area of the buildings on the Property will be vegetated. Bio-retention facilities will be located in streetscapes, parks and common areas to promote sustainable practices in an urban environment. These facilities will meet the site's PFM requirements, LEED requirements, and will also blend stormwater management into open space areas such as streetscapes and parks.

E. Consolidation performance objectives

The Areawide Guidance section of the Comprehensive Plan stresses the need to commit to a functioning grid of streets both on-site and off-site and to demonstrate how adjacent properties can be developed in conformance with the Comprehensive Plan. In the Scotts Run Crossing Sub-District of the Tysons East District, the goal for consolidation of parcels or coordinated development plans is 20 acres, which is easily met by Capital One's 26.2-acre property. Furthermore, Capital One is bounded on all sides by regional transportation arteries, which creates natural boundaries for certain local streets.

Capital One will continue to coordinate with all landowners within Tysons East, and particularly with those on the opposite side of Scotts Crossing Road: the Gates of McLean Condominium Association and the Cleveland site formerly owned by West*Group. As part of the extension of Scotts Crossing Road proposed by the County, the entrances to the Gates of McLean and the Cleveland site will need to be relocated. Capital One is proposing to locate its two entrances on Scotts Crossing Road so that they will align directly with future entrances to the Gates of McLean and the Cleveland site, respectively. Such an alignment will create full, signalized intersections for both neighboring properties, which will greatly enhance their accessibility. In addition, Capital One has proposed a secondary vehicular access point to the Gates of McLean that will partially traverse Capital One's property.

F. Transportation

The Proposed Master Plan will be implemented in phases, with transportation improvements incorporated into each phase to add necessary multimodal capacity. Perhaps the most important improvements are the regional improvements to Scotts Crossing Road, which will be extended over the Capital Beltway and aligned with Jones Branch Drive. Capital One continues to work with FCDOT, VDOT and its neighbors as

FCDOT designs an alignment for Scotts Crossing Road that respects all property owners and minimizes disruptions to the area's residents. Capital One has proposed one such alignment to FCDOT and has offered to dedicate the necessary right-of-way to the County at the appropriate time, should that particular alignment be selected. In return for dedicating this right-of-way, Capital One requests density credit under Section 2-308 of the Zoning Ordinance and applicable credits to the Tysons Transportation Fund.

The grid of streets is also an important piece of the Proposed Master Plan. The street network will be phased to the various development blocks so that as part of each phase, the grid of streets will become more robust and will direct more vehicle trips through the Capital One property, rather than forcing vehicles onto Dolley Madison Boulevard or Scotts Crossing Road. The grid of streets will also create an inviting streetscape for pedestrians and will foster easy connections to the Metrorail station.

The Traffic Impact Analysis ("TIA"), which is being submitted to FCDOT and VDOT under separate cover, includes assumptions for the year 2020 (interim condition) and 2030 (full build-out). Assumptions for the year 2020 include construction of the Capital One Headquarters Expansion Phase, the Residential Commons Phase and the Metro Station Phase. No changes to the location of Capital One Drive or Scotts Crossing Road are anticipated. Civic space is included, in the form of shared space for higher educational classes, and the total Transportation Demand Management ("TDM") goal is 40% reduction for residential space and 30% reduction for commercial space.

For build-out in approximately 2030, the TIA assumes that all five phases will have been constructed and Capital One Drive will have been relocated as required by construction of the Scotts Crossing Drive connector. For 2030, TDM reductions will increase to 50% for the residential space and 40% for the commercial space.

Although the TIA has made certain assumptions for the purposes of traffic management, Capital One would like to reserve the right to phase the project in accordance with market demand as long as it meets all of its proffer obligations.

G. Urban design

As the primary eastern gateway to the entire Tysons area, the Capital One property has a unique opportunity to establish an identifiable sense of place. Utilizing a reconfigured grid of streets integrated with clear and inviting pedestrian pathways, the Proposed Master Plan promotes a heightened level of connectivity between the Scotts Run Stream Valley Park, the Tysons East Transit Station, and the new residential, civic and hotel blocks in the interior of the site. Along with direct pedestrian connections to the Metrorail station at both the ground and mezzanine levels (and with it a direct connection to the Colshire and Old Meadow Sub-Districts via the Metro bridge over Dolley Madison Boulevard), the Proposed Master Plan envisions a direct pedestrian pathway through the primary residential block which will terminate at the new public civic plaza at the intersection of Old Meadow Road and Capital One Drive. In addition to mediating the grade change from the Metro entrance to the civic plaza through a sequence of terraces, bridges

and monumental stairs, the pathway will incorporate the green roof courtyard formed by the primary residential structured parking platform.

The civic plaza at the end of this sequence will accommodate a variety of public amenities and will anchor the pedestrian-oriented retail. Furthermore, it will extend all the way down Old Meadow Road toward Dolley Madison Boulevard where the pedestrian network rejoins the transit station through a landscaped plaza and walkway that integrates the multipurpose trail along Scotts Run and Dolley Madison Boulevard.

The pedestrian and vehicular networks are defined and strengthened by a consistent urban street wall, punctuated by pocket parks in various key places. Featuring attractive and accessible retail uses, civic space, and residential and office lobbies, the ground floor streetscape creates an engaging environment that extends out to carefully configured sidewalk and street sections appropriate to the surrounding land uses. Above-grade parking is largely pushed above street level and behind civic, hotel and single-loaded residential buildings. On non-residential or service streets, extensive green screens above ground floor pedestrian and vehicular entrances prevent above grade parking in those locations from creating dead zones in the streetscape. Rising above street level platforms at the build-to lines, office, residential and hotel towers are set back to create a skyline varied in both material and height. The towers will also be configured to preserve light and air throughout the development.

Residential towers rise from 120 feet to 210 feet and face retail streets, plazas and green parks. Larger office and hotel towers are located at the periphery of the site along the Capital Beltway, the elevated transit line and the elevated Scotts Crossing overpass, where they capture the higher densities and taller buildings appropriate for this transit-oriented development, at 225 feet to 400 feet.

H. Urban park standards

The Comprehensive Plan recommends an urban park standard of 1.5 acres per 1,000 residents and 1 acre per 10,000 employees. With an estimated 984 to 1,230 dwelling units, and 2.6 million square feet of additional office uses, the Capital One Property is expected to generate the need for 4.6 acres of parkland at full build-out. As part of the Proposed Master Plan, Capital One proposes to exceed the recommended amount by providing nearly 5 acres of urban parkland, divided among each block of the development as follows:

1. *Block A – Pocket Park.* An urban pocket park of approximately 0.62 acres will be associated with the new development on Block A. The park will be constructed with the development of the Capital One Headquarters Expansion Phase and will be installed between the existing conference center and the additional headquarters office building. As an urban pocket park, this area will be constructed with a combination of hardscape and softscape, creating a unique environment primarily designed for Capital One employees, residents, and other guests.

2. *Block B – Civic Plaza.* A civic plaza will be designed for the space adjacent to Buildings 3, 4, and 5 in the Hotel/Civic Plaza Phase.
3. *Block C – Common Green.* A common green will be installed with construction of the Residential Commons Phase. The area will be approximately 1.45 acres, and will contain passive recreation areas for residents and guests who wish to have a picnic, read on a warm day, or play an informal game of Frisbee. A more active recreation area, in the form of a small rectangular practice field, will also be installed within the common green and may be scheduled during specific times of the day for use by community groups and athletic leagues.
4. *Block C – Pocket Park.* Adjacent to the common green and Building 6 is another pocket park that will be constructed primarily with softscape features, including shade trees.
5. *Block D – Urban Park.* An approximately 1.45-acre portion of the Capital One property will be set aside for use as both an urban park and as a stream valley park. The park will combine water features, a gently sloping hardscape area and walkways to encourage visitors to explore the more natural areas around the Scotts Run Stream Valley. This urban park is one of the focal points of the development and is envisioned as a gathering place where the natural elements of a restored Scotts Run Stream will meet with an urban oasis of hardscape and softscape, emphasized by a multitude of shade trees.
6. *Block D – Elevated Plaza.* The elevated plaza, located adjacent to the urban stream valley park, is 0.3 acres. It will afford Metro riders the opportunity to travel to and from the Tysons East transit station via an elevated walkway that seamlessly connects to the plaza, which will be primarily hardscaped. The elevated plaza will be a choice location for ground-level community retail, especially restaurants with outdoor seating, and will integrate nicely into its environment. It will also offer a prime opportunity for pedestrians to view the urban stream valley park.
7. *Block E – Pocket Park.* The final pocket park will be located in the Financial Office Phase, and will connect the area between the two office towers. The park will be used by residents and employees.

I. Active recreation facilities

For over five years, Capital One has maintained temporary on-site athletic fields for the benefit of McLean Youth Soccer, Vienna Youth Soccer, and the Northern Virginia Travel League. Capital One continues to underwrite all expenses for construction and maintenance of these fields, and will continue to do so to the best of its ability until the fields are ultimately removed for construction of specific phases within the Proposed Master Plan. The Proposed Master Plan has been specifically designed with the idea that

the temporary athletic fields may remain in place until their removal is required by construction of certain phases. Although ultimate phasing of construction will be determined by market demand, Capital One does not currently anticipate removing the temporary athletic fields during earlier phases of construction.

The Proposed Master Plan accommodates active recreation within the Residential Commons Phase. During that phase, a small rectangular practice field will be constructed for use by the community.

Space for an indoor health club is also proposed to be reserved within the Proposed Master Plan, although its exact location and timing of construction is subject to market forces.

Capital One is currently in the process of working with County officials to identify locations for an additional one to two-acre athletic field (or improvements to existing fields) within the Tysons Corner and McLean areas.

J. Public facilities

Capital One is prepared to set an example for other projects in Tysons Corner by accommodating the following public facilities:

- Up to one acre of right-of-way for the Scotts Crossing connector road (subject to receiving density credit under Section 2-308 of the Zoning Ordinance and applicable credits to the Tysons Transportation Fund);
- A potentially significant contribution to higher education by sharing space with local community colleges or universities that are interested in expanding course offerings in Tysons Corner;
- Follow the Comprehensive Plan recommendations by constructing an additional off-site athletic field within the area, or contributing to the retrofitting of existing fields to permit greater usage;
- A commitment to contribute a pro rata amount to efforts to restore and revitalize Scotts Run;
- The provision of publicly-accessible urban parks and civic plazas; and

K. Harmony with other properties

The Capital One property is bounded by the Capital Beltway, Dolley Madison Boulevard, and Scotts Crossing Road. The Capital Beltway is an Interstate Highway that will soon have six lanes in each direction. Dolley Madison Boulevard is a primary road that already has four travel lanes in each direction, plus associated turn lanes. Scotts Crossing Road is planned to be partially elevated to travel over the Capital Beltway, where it will connect to Jones Branch Drive. The Tysons East Metrorail station and the surrounding tracks for the rail line run along Dolley Madison Boulevard and have a combined maximum height of approximately 50 feet above the prevailing grade. These existing and planned

transportation nodes create natural boundaries for the Capital One Property and naturally limit its integration with surrounding properties.

The grid of local streets for the Capital One Property will meet these natural boundaries at the edges of its property. However, several key intersections will help form a street grid to serve adjacent properties; Capital One will continue to work with affected property owners to ensure these alignments meet their needs.

Due to the Scotts Crossing extension over the Capital Beltway, FCDOT's proposed improvements to Scotts Crossing Road will require a realignment of the current intersection at Capital One Drive. Capital One has proposed an alignment and spacing of intersections along Scotts Crossing Road that will allow it to accommodate future entrances to the Cleveland site and the Gates of McLean Condominiums.

VII. Conceptual Development Plan Criteria

Exhibit A details each of the Conceptual Development Plan ("CDP") criteria contained in the Fairfax County Zoning Ordinance, and provides details about how the application meets each of the required criteria.

VIII. West*Gate Partial Proffer Condition Amendment

The Capital One property currently remains part of the larger West*Gate zoning approvals. As a result, the Property is subject to various proffered commitments associated with RZ 92-P-001, and its respective progeny. The approved West*Gate proffers are based on the previous version of the Comprehensive Plan for Tysons Corner, and restrict the overall 110-acre property to an FAR of 0.65, a limit that is no longer desirable or appropriate for the Capital One property given its proximity to the Tysons East Transit Station. The C-3 zoning district associated with the West*Gate approvals is no longer the preferred zoning designation in Tysons Corner. Instead, landowners within Tyson Corner's 1,700 acres who wish to avail themselves of the redevelopment options offered in the Comprehensive Plan must rezone their properties to the new PTC zoning district.

Over time, the zoning approvals for West*Gate have been modified with respect to density, land area, and other important features. Most recently, the Board of Supervisors approved a partial proffer condition amendment to remove 19.63 acres of land owned by The Mitre Corporation from the West*Gate approvals. Without removal of this property from West*Gate, MITRE's proposal at the time would have exceeded the remaining density available under the West*Gate proffers. Likewise, Capital One's Proposed Master Plan envisions a development program at an intensity that is not only consistent with the approved Comprehensive Plan but is also highly desirable for both Capital One and the County. However, this development intensity will far exceed the intensity permitted under the existing West*Gate approvals.

The existing proffers for the West*Gate approvals permit a maximum FAR of 0.65 on the 110.69 acre property. Removing the Capital One property from the West*Gate

approvals will not have an adverse impact on the overall 0.65 FAR density cap for the remainder of the West*Gate acreage, nor will it result in any single land bay exceeding the 1.0 FAR limit in the proffers. After removing the Capital One acreage, the remaining land area will have an FAR of 0.53.

All applicable West*Gate proffers relevant to the Capital One property have been fulfilled for the first phase of development, including transportation proffers requiring significant land dedications to the Dulles Rail and Capital Beltway construction projects, the implementation of Transportation Demand Management programs, and cash contributions to Tysons-wide transportation projects.

IX. Waivers and Modifications

A. Zoning Ordinance Section 2-414 – Setback Requirements

Capital One requests a waiver of the 75-foot setback for commercial buildings along the Capital Beltway to the layout shown on the CDP. Because the Comprehensive Plan envisions an urban area with dense development, the Proposed Master Plan shows commercial offices and the hotel within the 75-foot setback, at approximately the same distances as the existing Capital One headquarters building. Capital One has specifically designed its proposal so that all residential buildings are outside the required 200-foot setback. A noise study has been included with the application.

B. Public Facilities Manual Section 12-0514.6B – Utility Easements

Capital One requests a modification of the PFM requirements prohibiting trees from being placed within five feet of the boundary of a public sewer or public utility easement. With the urban nature of Capital One's proposal, this separation requirement is not achievable in certain locations without sacrificing desirable urban amenities such as additional tree cover and streetscape treatments.

C. Public Facilities Manual Section 12-0509.4E(5) – Tree Planting Width

Capital One requests a modification of Section 12-0509.4E(5) of the PFM to permit a reduction in tree planting width from 8 feet to 6 feet with structural soil amendments and/or structural cells approved by the Urban Forester.

D. Countywide Trails Plan – Regional Trail

The Countywide Trails Plan shows a regional trail alongside Interstate 495. Given the urban nature of this development, such a trail is not necessary.

E. Chesapeake Bay Exception Request

Capital One is also pursuing a Chesapeake Bay Exception request within the context of a separate application to address the encroachment into the Resource Protection Area (“RPA”) based on previous development plans.

X. Conclusion

The Proposed Master Plan is entirely consistent with the Comprehensive Plan’s transformative vision for Tysons Corner. It creates a harmonious balance of offices, street-level retail, civic space, and residences unified by an integrated multi-modal transportation network and connected open spaces. Capital One respectfully requests favorable consideration of this exciting application.

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Date